UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

PHARMASTEM THERAPEUTICS, INC., a
Delaware corporation,

                Plaintiff,

    v.

VIACELL, INC., a Delaware corporation,
OBSTETRICAL AND GYNECOLOGICAL
ASSOCIATES, P.A., FEMPARTNERS, INC., a
Delaware corporation and CARITAS ST.
ELIZABETH'S MEDICAL CENTER OF
BOSTON, INC., a Massachusetts Nonprofit
Corporation,

                Defendants.

Civil Action No. 04-CV-11673 RWZ

EXHIBIT 2

TO

DECLARATION OF ATTORNEY EDWARD W. LITTLE, JR.

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                                          Page 1351
 1                 - VOLUME G -
         IN THE UNITED STATES DISTRICT COURT
 2        IN AND FOR THE DISTRICT OF DELAWARE

 3                    - - -

 4  PHARMASTEM THERAPEUTICS, INC.,   :     CIVIL ACTION

 5           Plaintiff              :

 6           vs.                     :

 7  VIACELL, INC., CRYO-CELL         :
    INTERNATIONAL, INC., CORCELL,    :
 8  INC., STEMCYTE, INC., CBR        :
    SYSTEMS, INC., f/k/a CORD BLOOD  :
 9  REGISTRY, INC., BIRTHCELLS       :
    TECHNOLOGY, INC., NUSTEM         :
10  TECHNOLOGIES, INC., and          :
    BIO-CELL, INC.,                  :
11                                   :
12           Defendants             :     NO. 02-148 (GMS)

13                    - - -

14                         Wilmington, Delaware
                           Tuesday, October 21, 2003
15                         8:45 o'clock, a.m.

16                    - - -

17  BEFORE:  HONORABLE GREGORY M. SLEET, U.S.D.C.J., and a jury

18                    - - -

19  APPEARANCES:

20           POTTER, ANDERSON & CORROON
             BY:  PHILIP A. ROVNER, ESQ.
21

22                -and-

23                         Official Court Reporters

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                                          Page 1352
 1  APPEARANCES (Continued):

 2
             PERKINS COIE, LLP
 3           BY: PAUL J. ANDRE, ESQ.,
             LISA KOBIALKA, ESQ.,
 4           AMY M. FOX, ESQ. and
             RADHIKA TANDON, ESQ.
 5           (Menlo Park, California)

 6           Counsel for Plaintiff

 7
             RICHARDS, LAYTON & FINGER
 8           BY: JEFFREY L. MOYER, ESQ.

 9
                  -and-
10.

11           GOODWIN PROCTER, LLP
             BY: JOHN C. ENGLANDER, ESQ.,
12           PAUL WARE, ESQ.,
             JAMES C. REHNQUIST, ESQ. and
13           JAMES McGARRY, ESQ.
             (Boston, Massachusetts)
14
             Counsel for ViaCell, Inc.
15

16           MORRIS, JAMES, HITCHENS & WILLIAMS, LLP
             BY: RICHARD D. KIRK, ESQ.
17

18                -and-

19
             PILLSBURY WINTHROP, LLP
20           BY: THOMAS F. CHAFFIN, ESQ.,
             WILLIAM F. ABRAMS, ESQ. and
21           RANDAL IVOR-SMITH, ESQ.
             (San Diego, California )
22
             Counsel for CBR Systems, Inc. f/k/a/
23           Cord Blood Registry, Inc.

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25
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                                          Page 1353
 1  APPEARANCES (Continued):

 2           DILWORTH PAXSON, LLP
             BY: JAMES J. RODGERS, ESQ. and
 3           EVELYN H. McCONATHY, ESQ.

 4           (Philadelphia, Pennsylvania)
             Counsel for CorCell, Inc., Cryo-Cell
 5           and BirthCells

 6                - - -

 7

 8

 9           P R O C E E D I N G S

10

11      (Proceedings commenced at 8:45 a.m., and the

12  following occurred without the presence of the jury.)

13

14      THE COURT: Good morning. We have some issues?

15      MR. RODGERS: Ms. Kobialka has issues and I am

16  the victim.

17      MS. KOBIALKA: We have an objection to the

18  Defendants' Exhibit 1299 as duplicative and containing

19  hearsay. In the letter, there is a statement that the

20  former President --

21      THE COURT: Could you identify what the exhibit

22  is for me?

23      MS. KOBIALKA: It is a letter from the former

24  President of Cryo-Cell to the former President of

25  PharmaStem. In it, the former President of Cryo-Cell
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                                          Page 1354
 1  makes the statement that I made you aware that our attorney

 2  had urged Cryo-Cell to file a request for re-examination.

 3  But he goes on to say they, meaning our attorneys,

 4  emphatically communicated to me their belief that every

 5  claim relating to the cryopreservation -- it goes on --

 6  would be declared invalid.

 7      We have already got two opinion letters that

 8  are coming in from their counsel, so they actually have a

 9  source of it. This particular letter, besides the hearsay,

10  is cumulative of what they are already offering.

11      MR. RODGERS: Your Honor, I believe there is

12  testimony in the excerpt of the deposition that we are

13  offering that actually reads from this letter. So I

14  think from -- in that sense it is important for the jury

15  potentially to have the letter available to provide the

16  context for the testimony.

17      Ms. Kobialka is correct that what is stated

18  here is consistent with the testimony that we are

19  offering. But I would suggest it is not going to be unduly

20  cumulative. We are not going to burden the jury with a

21  whole bunch of lengthy exhibits.

22      THE COURT: What about her hearsay concern?

23      MR. RODGERS: The hearsay concern is addressed

24  as follows, your Honor. This is going to be a theme in

25  the rest of the document objections, I believe. It goes
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1 Q. Can you tell what it is?

2 A. It was an early draft of a business plan, which

3 discusses -- it's only excerpts, so it's just a part of

4 it, which discusses the competition and it also discusses

5 the industry patent.

6 Q. Was this excerpt ever used in connection with a final

7 product, a final business plan?

8 A. No, it was not. This was a draft at the time. I

9 would estimate that the plan -- there is no date, which is

10 unusual for our processes, not to have a date or a footer

11 on it that indicates it. So I would say it is a real

12 draft-draft.

13   But it probably was written I would say late

14 '93/early '94 time frame.

15 Q. Why do you make that estimate as to when it was

16 written?

17 A. Well, for one, it discusses at the bottom paragraph --

18 Q. That is under the heading Patents?

19 A. Yes. Correct. At the bottom paragraph, it mentions

20 that the patents, '681 and '553, were currently under

21 re-examination by the Patent Office. And I knew the

22 re-examination started in August of 1993.

23   And then I refer to it in the second paragraph

24 at the top of the page, it mentions that BioCyte had

25 started banking commercially in November of '93. So it

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1 had to be after that.

2   Then we talk about -- I talk about where the

3 company will most likely launch in the last sentence of

4 that paragraph nationally in 1994. So I would say late

5 '93/early '94.

6 Q. Can you tell from this document whether or not you

7 knew at the time the result of the re-examination?

8 A. I did not know the result of the re-examination from

9 this document, or I would have stated it.

10 Q. Now, drawing your attention to the second paragraph,

11 which is headed BioCyte. That paragraph states some

12 information about BioCyte, established in 1985, and so

13 forth.

14   Where did you get that information regarding

15 BioCyte?

16 A. I got that information directly from the President

17 and CEO of BioCyte, Mr. Ken Moch.

18 Q. When did you have occasion to talk or meet with Ken

19 Moch?

20 A. I first spoke with Ken Moch on the phone in April

21 of '93. And then he invited me to his office in May of

22 1993.

23 Q. And did you go and meet with Ken Moch in Connecticut

24 in May of 1993?

25 A. Yes. And I remember that he was just moving, because

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1 I was kind of taken back and kind of impressed that when

2 he first called me he was in New York, he was calling me

3 from Rockefeller Center. That's when he also let me know

4 that Rodman Rockefeller was his Board member and BioCyte

5 had been headquartered in his office.

6 Q. In May of 1993, when you met with Mr. Moch, had you

7 already received an oral opinion from Paul Clark about

8 the validity of the patents?

9 A. Yes, I had.

10 Q. So what was your purpose in going to meet with Mr.

11 Moch?

12 A. Well, my purpose in meeting with Mr. Moch was

13 multiple purposes. One is, I was just starting with this

14 idea, and this company. So I was interested in seeing

15 what type of opportunities, perhaps, ViaCord and BioCyte

16 could do together. So I was looking to pursue that. I

17 was also looking to see what his plans were with respect

18 to the company and where he was going. It was really an

19 introductory meeting.

20   And I had just received this opinion that

21 these patents were invalid. And I wanted to also kind of

22 know what he thought they were and if he really thought

23 they were worth anything. And I wanted to know what their

24 plans were with respect to licensing.

25 Q. What did you talk about when you went and met with

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1 Mr. Moch? What was that conversation about?

2   MR. ANDRE: Objection, your Honor. Calls for

3 hearsay.

4   MR. REHNQUIST: Admission by a party opponent,

5 your Honor. Mr. Moch was the President and CEO of BioCyte.

6   THE COURT: Overruled.

7   THE WITNESS: Would you ask the question again,

8 please?

9 BY MR. REHNQUIST:

10 Q. What did you and Mr. Moch talk about?

11 A. We talked about a lot of different things. I met his

12 management team. I was impressed with his management team.

13 And in meeting his management team and him learning a

14 little about me, he actually offered me a job. We talked

15 about my potentially coming to work for BioCyte, which I

16 thanked him, but declined.

17   We talked about what types of mutual

18 opportunities we could do. We talked about the license,

19 whether or not he would be interested in potentially

20 providing me a royalty-free license.

21 Q. What did he say?

22 A. What his plans were with respect to licensing.

23 Q. What did he say about licensing?

24 A. He said no. And he said that BioCyte was not

25 planning to license their technology.

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1 Q. In this conversation did Mr. Moch say anything about
2 the New York Blood Center?
3 A. Yes, he did.
4 Q. What did he tell you?
5 A. He told me that his Board members for BioCyte were
6 both on his Board at BioCyte, but also that the New York
7 Blood Center and BioCyte shared Board members, one of whom
8 was Mr. Rodney Rockefeller.
9   He also told me that they had exclusive
10 license for research and for use of the New York Blood
11 Center's facilities.
12   - - -
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1
2 Q. Now, going back to the document at Tab 36, Trial
3 Exhibit 484, in the third paragraph in that document, the
4 one below, the one that has BioCyte, do you see there is
5 a reference in that paragraph to risk being associated
6 with the patents?
7 A. Yes.
8 Q. In what sense at that point in time did you believe
9 that the patents represented a risk?
10 A. Well, this is a business plan draft potentially to
11 be used for investors, so it's my policy to provide full
12 disclosure, and part of full disclosure is to recognize
13 any potential or known risks. And since the patent passed
14 in re-exam and we had not yet known of the outcome, we had
15 not yet known that it was revoked, there was a risk that
16 at some future date for our potential investors, that it
17 may have to go into litigation, and they should know that.
18 Q. In the next paragraph, you refer to BioCyte as a
19 trailblazer, in the third line of that paragraph. They
20 are the trailblazers. What did you mean by that?
21 A. Well, you have to remember that this was 1983 and
22 not many people had ever yet heard of a stem cell;
23 specifically, in the lay press and even among many
24 physician groups. At that time, mostly it was just
25 hematologists and oncologists or transplanters knew what

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1 stem cells did and how they were used. And so there is a
2 huge education hurdle in developing this business.
3 Educating not only expectant parents and families, but
4 educating the physician community as well.
5   And as BioCyte was the first company to start
6 offering cord blood stem cell banking, I called them the
7 trailblazer. They were blazing that trail.
8 Q. In the next sentence, there -- I'm sorry. Did I cut
9 you off?
10 A. No.
11 Q. In the next sentence, you wrote cross-country skiing
12 behind the trailblazer conserves energy and resources.
13   Do you see that?
14 A. Yes.
15 Q. In what sense at that time did you believe that you
16 might be able to conserve energy and resources by skiing
17 behind the trailblazer?
18 A. Well, the idea was, well, if they're out there first
19 and doing the educating, it would be a lot less expensive
20 for us in trying to educate the physician, patients to
21 have them do it first. What in reality happened -- I wish
22 this were the case and this had actually happened, but
23 what actually happened is that by the time we went to
24 launch commercially, which was in the summer of 1995,
25 shortly thereafter, BioCyte closed its doors and, in fact,

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1 we took over their ongoing operations. ViaCord then
2 became the trailblazer and we paid for the education and
3 informing both physicians and parents about this field.
4 So I'd say we've been the trailblazer ever since.
5 Q. Was the business model that you had in mind for
6 ViaCord the same as the business model that you understood
7 BioCyte was pursuing?
8 A. No. Actually, our business plan was different.
9 BioCyte's business plan was to provide the cord blood stem
10 cell banking and their whole emphasis was to bank that
11 blood for the child, that newborn child him or herself.
12 And I took the position with ViaCord where having been in
13 the stem cell field and having worked with transplanters
14 and having known that the early transplants of cord blood
15 weren't for the child him or herself, but really in the
16 related transplants or the family transplants, the most
17 likely use for the cord blood was for either a brother
18 or a sister of that newborn.
19   And so our positioning for the company was to
20 have it be for related banking for families so that the
21 cord blood would be used for potentially that other child
22 in the family and also the child, him or herself.
23   MR. REHNQUIST: Your Honor, it's not a bad
24 time for a break. I think I'm moving to a different area.
25   THE COURT: All right. Let's take our morning

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1 break.
2   (Short recess taken.)
3   - - -
4   (Court resumed after the recess.)
5
6   THE COURT: Please, be seated.
7   Let's bring the jury in.
8   (At this point the jury entered the courtroom
9 and took their seats in the box.)
10   THE COURT: Please be seated, ladies and
11 gentlemen.
12   We'll continue with the examination of Ms.
13 Fisher.
14   MR. REHNQUIST: Thank you, your Honor.
15 BY MR. REHNQUIST:
16 Q. Ms. Fisher, directing your attention to Tab 39 in the
17 binder, the white binder, which is Trial Exhibit 1361, do
18 you recognize this document?
19 A. Yes, I do.
20 Q. What is it?
21 A. It is the first brochure, I believe. Let me just
22 check. It looks like the first brochure that we produced
23 before we launched our service commercially.
24 Q. How could you tell that it's the first brochure that
25 you used?

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1 A. If I look at the back of it, on the last page, it has
2 the date which is 7/19/95, Rev. 1. So this is our first
3 draft, first document. And it was produced July of '95.
4 Q. I believe you testified that you began operations
5 actually in August of '95, a month later?
6 A. Yes, that's right. We started in August '95.
7 Q. What was the purpose of this brochure?
8 A. The purpose of this brochure was to educate both the
9 obstetricians and also ultimately the expectant parents
10 that were interested in our service.
11 Q. How was this brochure developed at ViaCord? How did
12 it become finalized?
13 A. We had contracted an outside marketing firm to help
14 us produce the copy and provide photographs for the copy
15 as well. Then we gave comments to the production of this
16 brochure.
17   I think what is really important is by this
18 point, we had our Medical and Scientific Advisory Board in
19 place. And because we wanted to more or less take the
20 high road for our advertising practices, our marketing
21 practices and our labeling, we sought their advice to
22 review our ad copy, advertising copy, and to review all
23 of our marketing materials before we have ever printed
24 them.
25   - - -

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1 A. (Continuing) So I can tell that this is a final
2 document because of the indication on that last page, with
3 the date and the rev. Before we would have produced this,
4 we would have the doctors on our Advisory Board get a copy
5 of it, add their comments. Once we input their comments,
6 they would get it in the final draft. Then they would
7 sign off on the final draft and we would keep those
8 records on file, along with the production before we ever
9 rent went to print.
10 Q. Did you distribute other materials to interested
11 parents in addition to the brochure?
12 A. Yes, we did.
13 Q. What sorts of materials?
14 A. We also distributed some scientific articles that
15 were on the topic of cord blood stem cells and cord blood
16 stem cell transplantation. One in particular that we
17 distributed at this time was Dr. David Goldey's (phonetic)
18 article that was published in Scientific American. And
19 the reason why I chose that document to be input in the
20 folders that our parents and the obstetricians would get
21 is it was a great article. It actually outlined in really
22 lay terms, as a layman, in simple terms, what a stem cell
23 was, and how it worked.
24   Then it also discussed cord blood stem cell
25 transplantation and its potential for use in the future.

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1   So I remember reading it when I was at
2 Hemanetics. And I found it was a really insightful and
3 easy-to-read article. So we decided to include it with
4 this brochure.
5 Q. That article was published in Scientific American
6 Magazine?
7 A. Yes. I believe it was published in 1990.
8 Q. Once you were up and running with the business in
9 August and into the fall of 1995, what sorts of
10 communications, apart from the brochure, did ViaCord have
11 with customers and potential customers about its services?
12 A. I am sorry. Could you repeat that, please?
13 Q. What sorts of communications did ViaCord have with
14 parents who were interested in ViaCord's service?
15 A. We communicated with them on the phone. They would
16 get a brochure from their physician's practice when they
17 were sitting in the waiting room. They would pick up one
18 of our brochures and then they would either call our 800
19 number or send in a postcard, asking us to call them. So
20 we would talk to them on the phones. They would call us
21 on the phones.
22   And actually, we were a business that is in
23 service 24 hours a day, seven days a week, 365, because
24 women deliver babies at any time of the day.
25   I personally would take call, where I would

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1   Are you seeking that?
2   MR. ANDRE: Yes, your Honor.
3   MR. ENGLANDER: Your Honor, we do object.
4   That was pure impeachment. Essentially a minor manner.
5   It isn't a learned treatise. It shouldn't come into
6   evidence.
7   THE COURT: The objection is sustained.
8   (Court adjourned at 4:17 p.m., to reconvene
9   on Wednesday, October 22, 2003, at 9:00 a.m.)
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2   I N D E X
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4   DEFENDANTS' TESTIMONY   DIRECT CROSS REDR RECR
5
6   John E. Wagner,
7   Resumed -----------   ---- 1375 1386 1413
8
9   Cynthia Fisher ----------------   1421   1483 1530 ----
10
11 Frank Giordano ----------------   1533   1545 ---- ----
12
13 Morey Kraus -------------------   1549   1575 ---- ----
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15 Jack Goldberg ----------------   1585   1591 ---- ----
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